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Counsel to Amazon.com Services, Inc. and Certain Affiliates

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

Chapter 11

SEARS HOLDINGS CORPORATION, et. al.,

Case No. 18-23538 (RDD)

Debtors.¹

(Jointly Administered)

**NOTICE OF WITHDRAWAL OF AMAZON'S
(I) LIMITED OBJECTIONS REGARDING ASSUMED CONTRACTS,
PURSUANT TO SALE ORDER AND ASSUMPTION AND
ASSIGNMENT ORDER, AND (II) CLASS 2 SECURED CLAIM**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holding Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816).

PLEASE TAKE NOTICE² that Amazon.com Services, Inc. and certain of its affiliates (collectively, “**Amazon**”), pursuant to a resolution reached among Amazon, the Debtors and Buyer through certain confirmations set forth in the Recoupment Notice and received from the Debtors and Buyer on July 31-August 1, 2019, hereby withdraw: (I) their *Limited Objection and Reservation of Rights as to (I) Approval of Global Asset Sale Transaction, and (II) Debtors’ Proposed Assumption and Assignment of Executory Contracts*, dated January 25, 2019 [Dkt. No. 1986], and *Limited Objection and Reservation of Rights Regarding Assumed Contracts, Pursuant to Sale Order and Assumption and Assignment Order*, dated May 3, 2019 [Dkt. No. 3581] (collectively, the “**Limited Objections**”); and (II) their Class 2 Secured Claim in the amount of \$8,453,522.00, filed herein against Debtor Sears Brands Management Corp., the plan ballot for which is designated by Voter ID #100038 and E-Ballot ID #182353800656573.

Dated: August 5, 2019

Respectfully submitted,

/s/ Robert T. Honeywell
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² Capitalized terms used but not defined herein have the respective meanings set forth in Amazon’s Notice of Recoupment and Setoff Rights for Assumed Contracts, attached as Exhibit “A” to its Limited Objection dated May 3, 2019 (the “**Recoupment Notice**”).